

**Eleventh Annual/Business Meeting
Mansfield Downtown Partnership, Inc.
Thursday, June 14, 2012
7 PM**

**Center for Hellenic Studies Paideia
28 Dog Lane, Mansfield, Connecticut**

DRAFT Minutes

1) Call to Order and Welcome

President Philip Lodewick called the meeting to order at 6:15 pm. Mr. Lodewick thanked Ilias Tomazos for his generosity in providing the Center for Hellenic Studies Paideia again for the Partnership's Annual Meeting. He recognized the Town of Mansfield and the University of Connecticut for their on-going support.

Mr. Lodewick asked for a motion to change the order of the agenda to move the Election of the Directors to the Mansfield Downtown Partnership, Inc., and the Approval of the Changes to the Bylaws in front of the Discussion of the Year Ahead agenda item. Betsy Paterson made the motion, seconded by Bruce Clouette. The motion was approved.

2) Public Comment

There was no public comment.

3) Approval of Minutes from Annual Meeting – June 29, 2011

Bill Simpson made a motion to approve the June 29, 2011 minutes. Chris Kueffner seconded the motion. The motion was approved.

4) Election of Directors to the Mansfield Downtown Partnership, Inc., Board of Directors

Mr. Lodewick reported that the Board was nominating Harry Birkenruth and Dennis Heffley to a second three-year term, and George Jones to a three-year term on the Board of Directors. Mr. Lodewick asked if there were any nominations from the Floor. Hearing none, Mr. Clouette made a motion to elect Harry Birkenruth, Dennis Heffley, and George Jones to a three-year term on the Board of Directors until June 30, 2015. Ms. Paterson seconded the motion. The motion was approved.

5) Approval of Changes to the Bylaws

Mr. Lodewick briefly reviewed the changes in the Bylaws. The Board is recommending some changes to the Partnership's Bylaws which were approved and suggested by the Partnership's Nominating Committee prior to Board approval. The proposed changes were mailed to members on April 23.

The main changes are to the conflict of interest policy: add committee members to fall under the policy; and Board, committee members, and Partnership employees are to comply with the Mansfield Code of Ethics when overseeing the construction or improvement of any Town of Mansfield facility, or otherwise acting as the municipal development agency for the Town. Revisions to the Code of Ethics were approved by the Town Council on May 29, 2012. The changes to the Town's Code of Ethics say that the Partnership Board members and employees are considered to fall under the definition of a public official when they are acting as the Town's municipal development agent.

The other main change was to allow for the notice for the annual meeting and revisions of the Bylaws to be done at the same time if there are proposed changes to the Bylaws. There are a few minor editing changes as well.

Toni Moran made a motion to recommend the changes to the Bylaws as presented. Alex Roe seconded the motion. The motion was approved to recommend the following changes:

ARTICLE I

PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Mansfield Downtown Partnership shall be at 4 South Eagleville Road, Town of Mansfield, Connecticut or such other location as the Board of Directors may approve from time to time. Except such books as may be kept by the Town of Mansfield at Mansfield Town Hall, books and records of the Partnership shall be accessible from the Principal Office.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4. Notice of Meetings. Notice of the Annual Meeting and special meetings of the membership shall be mailed to each member, addressed to such member's residence or usual place of business, not less than twelve nor more than thirty days before the day on which the meeting is to be held, or sent by facsimile or electronic mail to such address or delivered to such member personally, not later than ten days before the day on which the meeting is to be held. Notice will also be placed on the Partnership's website not later than twelve days before the day on which the meeting is to be held and may also be sent to a local newspaper. Each such notice shall state the purpose or purposes of the meeting, the date, time and place of such meeting, and by whose order it was called. If a Bylaw change is to be acted upon, the proposed action must be described in the notice of the meeting. Notwithstanding the foregoing, the notice of a meeting, at which a Board of Directors approved Bylaws amendment is to be acted upon, may be included with the written notice and copy of the Bylaws amendment required to be mailed to each member at least 45 days in advance of such meeting under Article XVII below, and no further notice of such meeting shall be required.

ARTICLE V

BOARD OF DIRECTORS

Section 2. Number of Directors. The Board of Directors of the Partnership shall consist of up to nineteen members as described in this section. Three directors shall be appointed by the President of the University of Connecticut. Three directors shall be appointed by the Town Council of Mansfield, Connecticut. Three directors shall be appointed by the Mansfield Business and Professional Association. Three directors shall be ex officio with full voting powers, the Mayor of the Town of Mansfield (or the Mayor's designee); the President of the University of Connecticut (or the President's designee in addition to the President's appointed Directors); and the Chairperson of the Mansfield Business and Professional Association Executive Committee. Six directors shall be elected by the Partnership's members. One Director shall be an enrolled student at the University of Connecticut's Storrs campus (undergraduate or graduate, full-time or part-time) nominated by the Nominating Committee (see Article VI, Sec. 3) and appointed by the Board of Directors. The Partnership may, by amendment to these bylaws, either increase or decrease the number of Directors.

Section 4. Term of Office. Each Director's term shall be three years, except that ex officio Directors' terms shall only end when they leave their respective offices and the term of the University of Connecticut student Director shall be one year from the date of appointment by the Board of Directors pursuant to Section 2 of this Article V. With the exception of ex officio Directors and the University of Connecticut student Director, Directors' terms of office shall be staggered so

that one third of the terms expire each year. In addition to any shorter terms, no Director elected by the members may serve more than two consecutive three-year terms.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee.

(a) Composition. There shall be an Executive Committee of the Board of Directors, the membership of which shall not exceed eight in number. Five of the members of the Executive Committee shall be the Partnership's President, Vice President, Treasurer and Secretary, and the Chair of the Finance and Administration Committee, ex officio. If the Mayor of the Town of Mansfield is not one of the five ex officio members of the Executive Committee, the Mayor shall be entitled to appoint one member of the Executive Committee (who may be the Mayor himself or herself) to serve at the pleasure of the Mayor. If the President of the University of Connecticut is not one of the five ex officio members of the Executive Committee, the President shall be entitled to appoint one member of the Executive Committee (who may be the President himself or herself) to serve at the pleasure of the President. There shall be one member-at-large, who shall be nominated by the President and approved by the Board of Directors. If at any time the foregoing provisions of this section do not fill all eight seats on the Executive Committee, any vacancy shall be filled by the Board of Directors.

EXHIBIT A

MANSFIELD DOWNTOWN PARTNERSHIP, INC. CONFLICT OF INTEREST POLICY

1. A conflict of interest may exist if a member of the Partnership's Board of Directors or of any Partnership committee, or a member of his/her immediate family, has a relationship with another person who, or organization which, does or seeks to do business with the Partnership as a developer, contractor, vendor, or otherwise; or who or which reasonably could benefit in a way different from general public benefit from a decision of, or from an action taken by, the Partnership. Partnership Board and committee members shall disclose all activities that might be reasonably seen as conflicts of interest within the meaning of the preceding sentence whenever a possible conflict appears, and annually thereafter so long as the facts creating the possible conflict exist.

In order that each decision of the Partnership's Board and committees shall be the decision only of Board or committee members who are free of conflicts of interest pertinent to the decision, the following procedures shall be followed:

- a. Every Partnership Board or committee member, immediately upon identifying a possible conflict or having the same called to his/her attention, shall disclose to the Board or the committee, as the case may be, having responsibility for making the decision at hand all essential facts pertaining to the possible conflict. (Such disclosure shall not, per se, constitute an admission that a conflict exists.)
- b. Unless the remaining Board or committee members, by vote recorded in the minutes of the meeting in which the vote occurs, unanimously determine that a conflict of interest does not exist, the subject Board or committee member shall avoid any attempt to influence other Board or committee members, or Partnership employees, directly or indirectly, with regard to the matter at hand and shall not participate in the discussion and vote on the matter.
- c. Whenever the Partnership, by its Board or any committee, officer or employee, is overseeing the construction or improvement of any Town of Mansfield facility, or otherwise acting as municipal development agency for the Town of Mansfield, each Board or committee member, officer and employee shall comply with the Town of Mansfield Code of Ethics (Mansfield Code Ch. 25), as amended from time to time.

d. Failure to comply with the above policy shall be grounds for removal from office.

2. Every Partnership decision to enter into any contract shall be presumed to be free of influence of any conflict of interest, i.e., proper and fair to the Partnership and the public interest, if it is made in the ordinary course of business on terms no less favorable to the Partnership than those offered by the contractor(s) to third parties.

6) Discussion of Year Ahead

Mr. Lodewick, Tom Trubiana (Executive Vice President and Chief Investment Officer for Education Realty Trust (EdR)) and Howard Kaufman (Principal and Managing Member for Storrs Center Alliance) gave an overview of the year ahead.

Mr. Trubiana said that 100 percent of the apartments in the first phase to open in August have been rented. He said the Oaks on the Square team is recruiting maintenance staff. He said phase two will be completed in the summer of 2013.

Mr. Trubiana said the parking structure is critical for the project and recognized Town Manager Matt Hart, and Director of Public Works Lon Hultgren for their work on the garage. He also recognized Storrs Center Alliance for the job that it has done to recruit businesses in a difficult economy.

In response to a question about who is living in the apartments, Mr. Trubiana said that federal fair housing laws do not allow them to track residents but that there will be a mix of people living in the apartments including upperclassmen and graduate students.

Mr. Trubiana said the demand has been for studios.

Mr. Trubiana said there will be two community liaisons living on site which will help with management issues. He said security will be put in place as needed. Mr. Lodewick noted that it will be in EdR's interest to protect the asset of the apartments.

Mr. Kaufman said he has been fortunate to have good people to work with and thanked EdR for its commitment to the project.

Mr. Kaufman said that the development on Village Street is about a year or two away. He said Storrs Center Alliance is negotiating a lease with a grocery store but are not ready to make an announcement. In response to a question, Mr. Kaufman said that parking is not planned for underneath the grocery store, as was the possibility a few years ago. He said this is cost prohibitive and that potential users indicated they would be reluctant to cart groceries to parking spaces underneath.

He said that there are challenges to develop for-sale housing across the nation in today's economy. Currently, banks are not financing for-sale housing. He said patience will be important as the downtown gets built out.

Mr. Kaufman said he is thrilled with the businesses that they have been able to attract to Storrs Center. He reviewed the business locations for 1 Dog Lane and 9 Dog Lane. Mr. Kaufman said they are seeking some clothing stores as they keep moving forward. Mr. Kaufman recognized all the businesses and its proprietors who were in attendance including Storrs Automotive (Irene Schein), Head Husky/Skora's Barbershop (Holly Upton), Travelplanners (Moe Rondeau), Husky Pizza (Ahmet Akkus), Sweet Emotions (Tom Birkenholz for Barry Schreier), UConn Co-op (Bill Simpson), and Froyoworld (Dennis Bok). Mr. Birkenholz, Mr. Bok and Mr. Simpson said a few words about their plans.

Mr. Lodewick recognized outgoing Board members Bruce Clouette, Barry Feldman, David Lindsay, and Antoinette Webster for their excellent years of service. A rendering of Storrs Center was presented to Mr. Clouette and Ms. Webster; and Mr. Feldman and Mr. Lindsay (both in abstentia).

7) A.J. Pappanikou Volunteer of the Year

Finance and Administration Chair Harry Birkenruth recognized Janet Jones as this year's recipient of the A.J. Pappanikou Volunteer of the Year. Mr. Birkenruth said Janet was the ultimate volunteer from co-chairing the Celebrate Mansfield wine tasting, to writing letters to legislators to support federal and state funding for Storrs Center, to stuffing envelopes. He thanked Janet for all her work on behalf of the Partnership. Ms. Jones was given a plaque of recognition.

8) Recognition of Thomas Q. Callahan, Vice President and Strategy Officer, Bioscience Connecticut

Mr. Lodewick recognized Tom Callahan for his many contributions to the Partnership. As Special Assistant to former UConn President Philip Austin, Tom was President Austin's go to person for town/gown relations. During Tom's tenure in that position, relations between the Town of Mansfield and UConn improved greatly. As chair of the Finance and Administration Committee, Tom led the Committee process to identify a master developer. Mr. Lodewick said Storrs Center would not be where it is today without Tom's leadership in bringing a college downtown to Mansfield. Mr. Callahan was given a plaque of recognition and a rendering of Storrs Center.

9) Other

Mr. Lodewick recognized the UConn Co-op under the direction of Bill Simpson, and Wilcox & Reynolds under owner Mike Gergler for their major support of the Partnership.

Mr. Lodewick said the Partnership is developing a strategic plan and indicated that the goal was to gather input from the members on their views on the Partnership's role moving forward. He said an electronic survey would be forthcoming.

Betsy Paterson announced that the *Festival on the Green* will be held in front of E.O. Smith High School on September 23 from 12 pm to 5 pm. Activities include the Celebrate Mansfield Parade, juried art show, community puppet building workshop on September 8 and September 9, and the marching band from UConn. Ms. Paterson asked for sponsorships for the *Festival* and/or donations as none of the *Festival* expenses come from its operating budget. She thanked members in attendance for their support.

10) Adjourn

Hearing no other business, a motion was made by Betsy Treiber and seconded by Mr. Kueffner to adjourn. The motion was approved and the Annual Meeting adjourned at 7:25 pm.